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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
Debtors.) Jointly Administered
)

**NOTICE OF FILING OF (I) REVISED FIRST AMENDED JOINT CHAPTER 11 PLAN
PROPOSED BY RESIDENTIAL CAPITAL, LLC, ET AL. AND THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND
(II) BLACKLINES OF REVISED FIRST AMENDED JOINT CHAPTER 11 PLAN**

PLEASE TAKE NOTICE that on August 23, 2013, the Plan Proponents filed the *Notice of Filing of Corrected Solicitation Version of the Disclosure Statement and Joint Chapter 11 Plan*, which included as an exhibit the *Plan Proponents' Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4819] (the “Initial Plan”).

PLEASE TAKE FURTHER NOTICE that on November 13, 2013, the Plan Proponents filed the *Notice of Filing of First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 5722] (the “First Amended Plan”).

PLEASE TAKE FURTHER NOTICE that the Plan Proponents hereby submit the further revised proposed *First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (the “Revised First Amended Plan”), annexed hereto as Exhibit 1.

PLEASE TAKE FURTHER NOTICE that a comparison of the Initial Plan and the Revised First Amended Plan is attached hereto as Exhibit 2, reflecting changes made since the Initial Plan was filed on August 23, 2013.

PLEASE TAKE FURTHER NOTICE that a comparison of the First Amended Plan and the Revised First Amended Plan is attached hereto as Exhibit 3, reflecting changes made since the First Amended Plan was filed on November 13, 2013.

PLEASE TAKE FURTHER NOTICE that the Plan Proponents intend to seek Court approval of the Further Revised Proposed Plan at the hearing currently scheduled to begin on **November 19, 2013 at 9:00 a.m. (Prevailing Eastern Time)**, before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501.

PLEASE TAKE FURTHER NOTICE that a copy of the Revised Proposed Plan and the Further Revised Proposed Plan may be obtained via PACER at <http://www.nysb.uscourts.gov> or from the Debtors’ restructuring website at www.kccllc.net/rescap.

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Dated: November 18, 2013

Respectfully submitted,

/s/ Gary S. Lee

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